

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

X	
CENGAGE LEARNING, INC.	:
(f/k/a THOMSON LEARNING, INC.)	:
PEARSON EDUCATION, INC.	:
JOHN WILEY & SONS, INC., and	:
THE MCGRAW-HILL COMPANIES, INC,	:
Plaintiffs,	<b>FED. R. CIV. P. 7.1</b>
	<b>STATEMENT</b>
-against-	07 Civ.
BUCKEYE BOOKS,	:
USED BOOK EXCHANGE,	:
TEXTBOOKSRUS.COM., LLC, and	:
PHILIP SMYRES,	:
Defendants.	:

Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure and to enable District Judges and Magistrate Judges of the Court to evaluate possible disqualification or recusal, the undersigned counsel for Plaintiff Pearson Education, Inc. (a private non-governmental party) certifies that the following are corporate parents, affiliates and/or subsidiaries of said party, which are publicly held.

Plaintiff Pearson Education, Inc is an indirect wholly owned subsidiary of Pearson plc, a U.K. company which is publicly traded on the London Stock Exchange and which trades American Depository Shares on the New York Stock Exchange, each representative of one ordinary share of Pearson plc stock. Pearson Education, Inc. also certifies that it has the following indirect corporate affiliates that have securities or other interests that are publicly held and which are traded on the exchanges indicated: Data Broadcasting Corporation (NYSE); MarketWatch.com, Inc. (Nasdaq); Recoletos Grupo de Comunicacion SA (Stuttgart, Madrid, Berlin, Munich, Frankfurt and Xerta).

Dated: New York, New York  
October 2, 2007

SMITH DORAN DEHN PC

By: 

Aaron Georghiades, Esq. (AG8110)  
Attorneys for Plaintiffs  
Cengage Learning, Inc., Pearson  
Education, Inc., John Wiley & Sons,  
Inc., and The McGraw-Hill  
Companies

110 East 42<sup>nd</sup> Street, Suite 1303  
New York, New York 10017  
Phone: (212) 370-5316  
Facsimile: (212) 370-5317  
E-mail:ageorghiades@sddlaw.com